

GORDON DAVID
Form 4
April 06, 2012

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
GORDON DAVID

2. Issuer Name and Ticker or Trading Symbol
COFFEE HOLDING CO INC [JVA]

5. Relationship of Reporting Person(s) to Issuer
(Check all applicable)

(Last) (First) (Middle)
C/O COFFEE HOLDING CO.,
INC., 3475 VICTORY
BOULEVARD
(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
04/04/2012

Director 10% Owner
 Officer (give title below) Other (specify below)
Vice President

STATEN ISLAND, NY 10314

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

(City) (State) (Zip)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-------------------------------------------------------------------|-----------------------------------------------------------------------------------------------|----------------------------------------------------------|-------------------------------------------------------|
| Common Stock \$0.001 par value | 04/04/2012 | | S | 125,000 | D \$ 10.17 (1) 654,908 | D | |
| Common Stock \$0.001 par value | 04/04/2012 | | S | 30,000 | D \$ 10.17 (3) 150,000 | I | See Footnote 2 and 6 (2) (6) |
| Common Stock \$0.001 par | 04/05/2012 | | S | 125,000 | D \$ 9.47 (4) 529,908 | D | |

value

| | | | | | | | | |
|-----------------------------------------|------------|---|--------|---|----------------|---------|---|---------------------------------------|
| Common Stock \$0.001 par value | 04/05/2012 | S | 30,000 | D | \$ 9.48 (5) | 120,000 | I | See Footnote 2 and 6 (2) (6) |
|-----------------------------------------|------------|---|--------|---|----------------|---------|---|---------------------------------------|

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number. SEC 1474 (9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Owned Following Reporting Transaction (Instr. 6) |
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-----------------------------------------------------------------------------------------|----------------------------------------------------------|---------------------------------------------------------------|--------------------------------------------|-------------------------------------------------------------------------------------|
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-----------------------------------------------------------------------------------------|----------------------------------------------------------|---------------------------------------------------------------|--------------------------------------------|-------------------------------------------------------------------------------------|

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---------------------------------------------------------------------------------------------------|---------------|-----------|----------------|-------|
| | Director | 10% Owner | Officer | Other |
| GORDON DAVID C/O COFFEE HOLDING CO., INC. 3475 VICTORY BOULEVARD STATEN ISLAND, NY 10314 | X | X | Vice President | |

Signatures

/s/ David
Gordon 04/06/2012

**Signature of Reporting Person Date

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

(1) This transaction was executed in multiple trades at prices ranging from \$9.93 to \$10.64. The price reported above reflects the weighted average sale price. The reporting person hereby undertakes to provide upon request to the SEC staff, the issuer or a security holder of the issuer full information regarding the number or shares and prices at which the transaction was effected.

(2) The reporting person beneficially owns 120,000 shares indirectly as custodian for his minor children and 529,908 shares directly.

(3) This transaction was executed in multiple trades at prices ranging from \$9.92 to \$10.60. The price reported above reflects the weighted average sale price. The reporting person hereby undertakes to provide upon request to the SEC staff, the issuer or a security holder of the issuer full information regarding the number or shares and prices at which the transaction was effected.

(4) This transaction was executed in multiple trades at prices ranging from \$9.08 to \$9.97. The price reported above reflects the weighted average sale price. The reporting person hereby undertakes to provide upon request to the SEC staff, the issuer or a security holder of the issuer full information regarding the number or shares and prices at which the transaction was effected.

(5) This transaction was executed in multiple trades at prices ranging from \$9.08 to \$9.97. The price reported above reflects the weighted average sale price. The reporting person hereby undertakes to provide upon request to the SEC staff, the issuer or a security holder of the issuer full information regarding the number or shares and prices at which the transaction was effected.

(6) The transactions reported on this Form 4 were executed pursuant to the Reporting Person's previously disclosed Rule 10b5-1 trading plans.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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